

**Fill in this information to identify the case:**Debtor name **P3 FOODS, L.L.C.**United States Bankruptcy Court for the: **NORTHERN DISTRICT OF ILLINOIS**Case number (if known) **16-32021**☐ Check if this is an amended filing**Official Form 206A/B****Schedule A/B: Assets - Real and Personal Property**

12/15

Disclose all property, real and personal, which the debtor owns or in which the debtor has any other legal, equitable, or future interest. Include all property in which the debtor holds rights and powers exercisable for the debtor's own benefit. Also include assets and properties which have no book value, such as fully depreciated assets or assets that were not capitalized. In Schedule A/B, list any executory contracts or unexpired leases. Also list them on *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G).

Be as complete and accurate as possible. If more space is needed, attach a separate sheet to this form. At the top of any pages added, write the debtor's name and case number (if known). Also identify the form and line number to which the additional information applies. If an additional sheet is attached, include the amounts from the attachment in the total for the pertinent part.

For Part 1 through Part 11, list each asset under the appropriate category or attach separate supporting schedules, such as a fixed asset schedule or depreciation schedule, that gives the details for each asset in a particular category. List each asset only once. In valuing the debtor's interest, do not deduct the value of secured claims. See the instructions to understand the terms used in this form.

**Part 1: Cash and cash equivalents****1. Does the debtor have any cash or cash equivalents?**

- ☐ No. Go to Part 2.  
☒ Yes Fill in the information below.

**All cash or cash equivalents owned or controlled by the debtor****Current value of debtor's interest****3. Checking, savings, money market, or financial brokerage accounts (Identify all)**

Name of institution (bank or brokerage firm)

Type of account

Last 4 digits of account number

3.1. **US Bank****8665****\$210,894.33****4. Other cash equivalents (Identify all)****5. Total of Part 1.**

Add lines 2 through 4 (including amounts on any additional sheets). Copy the total to line 80.

**\$210,894.33****Part 2: Deposits and Prepayments****6. Does the debtor have any deposits or prepayments?**

- ☒ No. Go to Part 3.  
☐ Yes Fill in the information below.

**Part 3: Accounts receivable****10. Does the debtor have any accounts receivable?**

- ☐ No. Go to Part 4.  
☒ Yes Fill in the information below.

**11. Accounts receivable**

11a. 90 days old or less:

**137,336.00**

-

**68,668.00** = ....**\$68,668.00**

face amount

doubtful or uncollectible accounts

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12. **Total of Part 3.**

**\$68,668.00**

Current value on lines 11a + 11b = line 12. Copy the total to line 82.

## Part 4: Investments

**13. Does the debtor own any investments?**

- ☐ No. Go to Part 5.
- ☐ Yes Fill in the information below.

## Part 5: Inventory, excluding agriculture assets

**18. Does the debtor own any inventory (excluding agriculture assets)?**

- ☐ No. Go to Part 6.
- ☒ Yes Fill in the information below.

	General description	Date of the last physical inventory	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
19.	Raw materials				
20.	Work in progress				
21.	Finished goods, including goods held for resale				
22.	Other inventory or supplies food and supplies		\$0.00	Recent cost	\$86,000.00

23. **Total of Part 5.**

**\$86,000.00**

Add lines 19 through 22. Copy the total to line 84.

24. Is any of the property listed in Part 5 perishable?

- ☐ No  
☐ Yes

25. **Has any of the property listed in Part 5 been purchased within 20 days before the bankruptcy was filed?**

- ☐
- No

	Valuation method	Current Value
<input type="checkbox"/> Yes. Book value		

26. **Has any of the property listed in Part 5 been appraised by a professional within the last year?**

- ☐ No  
☐ Yes

**Part 6: Farming and fishing-related assets (other than titled motor vehicles and land)**

27. Does the debtor own or lease any farming and fishing-related assets (other than titled motor vehicles and land)?

- ☐ No. Go to Part 7.
- ☐ Yes Fill in the information below.

## Part 7: Office furniture, fixtures, and equipment; and collectibles

38. Does the debtor own or lease any office furniture, fixtures, equipment, or collectibles?

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- ☒ No. Go to Part 8.  
☐ Yes Fill in the information below.

**Part 8: Machinery, equipment, and vehicles****46. Does the debtor own or lease any machinery, equipment, or vehicles?**

- ☐ No. Go to Part 9.  
☒ Yes Fill in the information below.

	General description Include year, make, model, and identification numbers (i.e., VIN, HIN, or N-number)	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
47.	<b>Automobiles, vans, trucks, motorcycles, trailers, and titled farm vehicles</b>			
48.	<b>Watercraft, trailers, motors, and related accessories</b> <i>Examples: Boats, trailers, motors, floating homes, personal watercraft, and fishing vessels</i>			
49.	<b>Aircraft and accessories</b>			
50.	<b>Other machinery, fixtures, and equipment (excluding farm machinery and equipment)</b> <b>leasehold improvements located at 9 Burger King restaurants</b>	<b>\$1,339,057.00</b>	<b>Tax records</b>	<b>\$1,339,057.00</b>

**51. Total of Part 8.**

Add lines 47 through 50. Copy the total to line 87.

**\$1,339,057.00****52. Is a depreciation schedule available for any of the property listed in Part 8?**

- ☒ No  
☐ Yes

**53. Has any of the property listed in Part 8 been appraised by a professional within the last year?**

- ☒ No  
☐ Yes

**Part 9: Real property****54. Does the debtor own or lease any real property?**

- ☒ No. Go to Part 10.  
☐ Yes Fill in the information below.

**Part 10: Intangibles and intellectual property****59. Does the debtor have any interests in intangibles or intellectual property?**

- ☐ No. Go to Part 11.  
☒ Yes Fill in the information below.

	General description	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
60.	<b>Patents, copyrights, trademarks, and trade secrets</b>			
61.	<b>Internet domain names and websites</b>			
62.	<b>Licenses, franchises, and royalties</b>			

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Name

Case number (If known) **16-32021****9 Burger King Franchise****\$927,000.00****Recent cost****\$4,000,000.00**63. **Customer lists, mailing lists, or other compilations**64. **Other intangibles, or intellectual property**65. **Goodwill**66. **Total of Part 10.****\$4,000,000.00**

Add lines 60 through 65. Copy the total to line 89.

67. **Do your lists or records include personally identifiable information of customers** (as defined in 11 U.S.C. §§ 101(41A) and 107?☒ No☐ Yes68. **Is there an amortization or other similar schedule available for any of the property listed in Part 10?**☒ No☐ Yes69. **Has any of the property listed in Part 10 been appraised by a professional within the last year?**☒ No☐ Yes**Part 11: All other assets**70. **Does the debtor own any other assets that have not yet been reported on this form?**

Include all interests in executory contracts and unexpired leases not previously reported on this form.

☐ No. Go to Part 12.☒ Yes Fill in the information below.**Current value of  
debtor's interest**71. **Notes receivable**

Description (include name of obligor)

72. **Tax refunds and unused net operating losses (NOLs)**

Description (for example, federal, state, local)

**Net losses on books**Tax year **2015****\$233,000.00**73. **Interests in insurance policies or annuities**74. **Causes of action against third parties (whether or not a lawsuit has been filed)  
claim against former employee Michael Peterson for misappropriation of funds****\$300,000.00**

Nature of claim

**recovery for theft**

Amount requested

**\$300,000.00**75. **Other contingent and unliquidated claims or causes of action of every nature, including counterclaims of the debtor and rights to set off claims**

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Recovery of vehicle cost from LLC member Curt Pedro -- see potential preference claims		\$20,000.00
Nature of claim		
Amount requested	\$20,000.00	

76. **Trusts, equitable or future interests in property**

77. **Other property of any kind not already listed** *Examples: Season tickets, country club membership*

78. **Total of Part 11.**

Add lines 71 through 77. Copy the total to line 90.

\$553,000.00

79. **Has any of the property listed in Part 11 been appraised by a professional within the last year?**

☒ No

☐ Yes

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In Part 12 copy all of the totals from the earlier parts of the form

Type of property	Current value of personal property	Current value of real property
80. <b>Cash, cash equivalents, and financial assets.</b> <i>Copy line 5, Part 1</i>	<b>\$210,894.33</b>	
81. <b>Deposits and prepayments.</b> <i>Copy line 9, Part 2.</i>	<b>\$0.00</b>	
82. <b>Accounts receivable.</b> <i>Copy line 12, Part 3.</i>	<b>\$68,668.00</b>	
83. <b>Investments.</b> <i>Copy line 17, Part 4.</i>	<b>\$0.00</b>	
84. <b>Inventory.</b> <i>Copy line 23, Part 5.</i>	<b>\$86,000.00</b>	
85. <b>Farming and fishing-related assets.</b> <i>Copy line 33, Part 6.</i>	<b>\$0.00</b>	
86. <b>Office furniture, fixtures, and equipment; and collectibles.</b> <i>Copy line 43, Part 7.</i>	<b>\$0.00</b>	
87. <b>Machinery, equipment, and vehicles.</b> <i>Copy line 51, Part 8.</i>	<b>\$1,339,057.00</b>	
88. <b>Real property.</b> <i>Copy line 56, Part 9.....&gt;</i>		<b>\$0.00</b>
89. <b>Intangibles and intellectual property.</b> <i>Copy line 66, Part 10.</i>	<b>\$4,000,000.00</b>	
90. <b>All other assets.</b> <i>Copy line 78, Part 11.</i>	<b>+</b> <b>\$553,000.00</b>	
91. <b>Total.</b> Add lines 80 through 90 for each column	<b>\$6,257,619.33</b>	<b>+ 91b. \$0.00</b>
92. <b>Total of all property on Schedule A/B.</b> Add lines 91a+91b=92		<b>\$6,257,619.33</b>

## Fill in this information to identify the case:

Debtor name **P3 FOODS, L.L.C.**United States Bankruptcy Court for the: **NORTHERN DISTRICT OF ILLINOIS**Case number (if known) **16-32021**☐ Check if this is an amended filing

## Official Form 206G

## Schedule G: Executory Contracts and Unexpired Leases

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Be as complete and accurate as possible. If more space is needed, copy and attach the additional page, number the entries consecutively.

## 1. Does the debtor have any executory contracts or unexpired leases?

☐ No. Check this box and file this form with the debtor's other schedules. There is nothing else to report on this form.☒ Yes. Fill in all of the information below even if the contacts of leases are listed on *Schedule A/B: Assets - Real and Personal* (Official Form 206A/B).

Property

## 2. List all contracts and unexpired leases

State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease

2.1. State what the contract or lease is for and the nature of the debtor's interest **leased premises at 898 WEst Washington, Brainerd, MN 56425**

State the term remaining

List the contract number of any government contract

**Brainerd Enterprises  
2820 15th Avenue SW  
Rochester, MN 55902**2.2. State what the contract or lease is for and the nature of the debtor's interest **Franchise contract with Burger King -- termination is disputed**

State the term remaining

List the contract number of any government contract

**undetermined****Burger King Corp  
5505 Blue Lagoon Drive  
Miami, FL 33126-2029**2.3. State what the contract or lease is for and the nature of the debtor's interest **8 leases for premises with Burger King on premises as follows**

State the term remaining

List the contract number of any government contract

**3342 Nicolette,  
Minneapolis MN 55408  
222 Lincoln Avenue  
S.E. St Cloud MN 56304  
1600 W. 7th St, St Paul  
MN 55102  
16345 W. 78th St, Eden  
Prairie MN 55344  
8340 Crystal View Drive  
Eden Prairie, IMN 55344  
10000 County Road 9  
Plymouth MN 55442  
818 West Broadway,  
Minneapolis MN 54411  
varied****Burger King Corp  
5505 Blue Lagoon Drive  
Miami, FL 33126-2029**

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First Name

Middle Name

Last Name

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**Additional Page if You Have More Contracts or Leases**

**2. List all contracts and unexpired leases**

**State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease**



## Fill in this information to identify the case:

Debtor name **P3 FOODS, L.L.C.**United States Bankruptcy Court for the: **NORTHERN DISTRICT OF ILLINOIS**Case number (if known) **16-32021**☐ Check if this is an amended filingOfficial Form 206H  
Schedule H: Your Codebtors

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Be as complete and accurate as possible. If more space is needed, copy the Additional Page, numbering the entries consecutively. Attach the Additional Page to this page.

## 1. Do you have any codebtors?

☐ No. Check this box and submit this form to the court with the debtor's other schedules. Nothing else needs to be reported on this form.☒ Yes

2. In Column 1, list as codebtors all of the people or entities who are also liable for any debts listed by the debtor in the schedules of creditors, Schedules D-G. Include all guarantors and co-obligors. In Column 2, identify the creditor to whom the debt is owed and each schedule on which the creditor is listed. If the codebtor is liable on a debt to more than one creditor, list each creditor separately in Column 2.

Column 1: Codebtor

Column 2: Creditor

Name

Mailing Address

Name

Check all schedules that apply:

2.1 **Curt Pedro** 2100 Culver Court  
Plainfield, IL 60586

Burger King Corp

☐ D \_\_\_\_\_  
☒ E/F **3.12**  
☐ G \_\_\_\_\_2.2 **Curt Pedro** 2100 Culver Court  
Plainfield, IL 60586

Element Financial Corp

☒ D **2.1**  
☐ E/F \_\_\_\_\_  
☐ G \_\_\_\_\_2.3 **Stephanie Lacey-Pendolino** 15715 S. Rte 59  
Plainfield, IL 60544

Element Financial Corp

☒ D **2.1**  
☐ E/F \_\_\_\_\_  
☐ G \_\_\_\_\_2.4 **Stephanie Lacey-Pendolino** 15715 S. Rte 59  
Plainfield, IL 60544

Burger King Corp

☐ D \_\_\_\_\_  
☒ E/F **3.12**  
☐ G \_\_\_\_\_2.5 **Curt Pedro** 2100 Culver Court  
Plainfield, IL 60586

Burger King Corp

☐ D \_\_\_\_\_  
☐ E/F \_\_\_\_\_  
☒ G **2.2**

Debtor **P3 FOODS, L.L.C.**

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**Additional Page to List More Codebtors**

Copy this page only if more space is needed. Continue numbering the lines sequentially from the previous page.

Column 1: Codebtor

Column 2: Creditor

2.6	<b>Curt Pedro</b>	<b>2100 Culver Court Plainfield, IL 60586</b>	<b>Brainerd Enterprises</b>	<input type="checkbox"/> D _____ <input type="checkbox"/> E/F _____ <input checked="" type="checkbox"/> G <b>2.3</b>
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2.7	<b>Stephanie Lacey-Pendolino</b>	<b>15715 S. Rte 59 Plainfield, IL 60544</b>	<b>Burger King Corp</b>	<input type="checkbox"/> D _____ <input type="checkbox"/> E/F _____ <input checked="" type="checkbox"/> G <b>2.2</b>
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2.8	<b>Stephanie Lacey-Pendolino</b>	<b>15715 S. Rte 59 Plainfield, IL 60544</b>	<b>Brainerd Enterprises</b>	<input type="checkbox"/> D _____ <input type="checkbox"/> E/F _____ <input checked="" type="checkbox"/> G <b>2.3</b>
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**Fill in this information to identify the case:**Debtor name **P3 FOODS, L.L.C.**United States Bankruptcy Court for the: **NORTHERN DISTRICT OF ILLINOIS**Case number (if known) **16-32021**☐ Check if this is an amended filing**Official Form 207****Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy****04/16**

The debtor must answer every question. If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and case number (if known).

**Part 1: Income****1. Gross revenue from business**☐ None.**Identify the beginning and ending dates of the debtor's fiscal year, which may be a calendar year****From the beginning of the fiscal year to filing date:**From **1/01/2016** to **Filing Date****Sources of revenue**  
Check all that apply☒ Operating a business☐ Other \_\_\_\_\_**Gross revenue**  
(before deductions and exclusions)**\$8,165,000.00****For prior year:**From **1/01/2015** to **12/31/2015**☒ Operating a business☐ Other \_\_\_\_\_**\$11,764,000.00****For year before that:**From **1/01/2014** to **12/31/2014**☒ Operating a business☐ Other \_\_\_\_\_**\$9,626,349.00****2. Non-business revenue**

Include revenue regardless of whether that revenue is taxable. *Non-business income* may include interest, dividends, money collected from lawsuits, and royalties. List each source and the gross revenue for each separately. Do not include revenue listed in line 1.

☒ None.**Description of sources of revenue****Gross revenue from each source**  
(before deductions and exclusions)**Part 2: List Certain Transfers Made Before Filing for Bankruptcy****3. Certain payments or transfers to creditors within 90 days before filing this case**

List payments or transfers—including expense reimbursements—to any creditor, other than regular employee compensation, within 90 days before filing this case unless the aggregate value of all property transferred to that creditor is less than \$6,425. (This amount may be adjusted on 4/01/19 and every 3 years after that with respect to cases filed on or after the date of adjustment.)

☐ None.**Creditor's Name and Address****Dates****Total amount of value****Reasons for payment or transfer**  
*Check all that apply*

Debtor **P3 FOODS, L.L.C.**

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Case number (if known) **16-32021**

Creditor's Name and Address	Dates	Total amount of value	Reasons for payment or transfer <i>Check all that apply</i>
3.1. <b>SEE ATTACHED LIST OF PAYMENTS</b>		<b>\$0.00</b>	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input type="checkbox"/> Suppliers or vendors <input type="checkbox"/> Services <input type="checkbox"/> Other___

**4. Payments or other transfers of property made within 1 year before filing this case that benefited any insider**

List payments or transfers, including expense reimbursements, made within 1 year before filing this case on debts owed to an insider or guaranteed or cosigned by an insider unless the aggregate value of all property transferred to or for the benefit of the insider is less than \$6,425. (This amount may be adjusted on 4/01/19 and every 3 years after that with respect to cases filed on or after the date of adjustment.) Do not include any payments listed in line 3. *Insiders* include officers, directors, and anyone in control of a corporate debtor and their relatives; general partners of a partnership debtor and their relatives; affiliates of the debtor and insiders of such affiliates; and any managing agent of the debtor. 11 U.S.C. § 101(31).

☒ None.

Insider's name and address Relationship to debtor	Dates	Total amount of value	Reasons for payment or transfer
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**5. Repossessions, foreclosures, and returns**

List all property of the debtor that was obtained by a creditor within 1 year before filing this case, including property repossessed by a creditor, sold at a foreclosure sale, transferred by a deed in lieu of foreclosure, or returned to the seller. Do not include property listed in line 6.

☒ None

Creditor's name and address	Describe of the Property	Date	Value of property
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**6. Setoffs**

List any creditor, including a bank or financial institution, that within 90 days before filing this case set off or otherwise took anything from an account of the debtor without permission or refused to make a payment at the debtor's direction from an account of the debtor because the debtor owed a debt.

☒ None

Creditor's name and address	Description of the action creditor took	Date action was taken	Amount
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**Part 3: Legal Actions or Assignments****7. Legal actions, administrative proceedings, court actions, executions, attachments, or governmental audits**

List the legal actions, proceedings, investigations, arbitrations, mediations, and audits by federal or state agencies in which the debtor was involved in any capacity—within 1 year before filing this case.

☐ None.

Case title Case number	Nature of case	Court or agency's name and address	Status of case
7.1. <b>P3 FOODS LLC v Commissioner of Revenue Tax Court file 8950-R</b>	<b>appeal reagarding sales tax delinquency</b>	<b>Ramsey County, Regualr Division St. Paul MN</b>	<input checked="" type="checkbox"/> Pending <input type="checkbox"/> On appeal <input type="checkbox"/> Concluded

**8. Assignments and receivership**

List any property in the hands of an assignee for the benefit of creditors during the 120 days before filing this case and any property in the hands of a receiver, custodian, or other court-appointed officer within 1 year before filing this case.

☒ None

**Part 4: Certain Gifts and Charitable Contributions****9. List all gifts or charitable contributions the debtor gave to a recipient within 2 years before filing this case unless the aggregate value of the gifts to that recipient is less than \$1,000**

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Case number (if known) **16-32021**☒ None

Recipient's name and address	Description of the gifts or contributions	Dates given	Value
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**Part 5: Certain Losses****10. All losses from fire, theft, or other casualty within 1 year before filing this case.**☐ None

Description of the property lost and how the loss occurred	Amount of payments received for the loss <small>If you have received payments to cover the loss, for example, from insurance, government compensation, or tort liability, list the total received.  List unpaid claims on Official Form 106A/B (Schedule A/B: Assets – Real and Personal Property).</small>	Dates of loss	Value of property lost
<b>Not less than \$130,000 misappropriated by former consultant</b>	<b>none</b>	<b>2014 - 2015 - 2016</b>	<b>\$130,000.00</b>

**Part 6: Certain Payments or Transfers****11. Payments related to bankruptcy**

List any payments of money or other transfers of property made by the debtor or person acting on behalf of the debtor within 1 year before the filing of this case to another person or entity, including attorneys, that the debtor consulted about debt consolidation or restructuring, seeking bankruptcy relief, or filing a bankruptcy case.

☐ None.

Who was paid or who received the transfer? Address	If not money, describe any property transferred	Dates	Total amount or value
11.1. <b>Richard L. Hirsh, P.C. 1500 Eisenhower Lane Suite 800 Lisle, IL 60532-2135</b>		<b>October 6, 2016 (pre-petition - cashier's check)</b>	<b>\$25,000.00</b>
Email or website address <b>richala@sbcglobal.net</b>			
Who made the payment, if not debtor?			

**12. Self-settled trusts of which the debtor is a beneficiary**

List any payments or transfers of property made by the debtor or a person acting on behalf of the debtor within 10 years before the filing of this case to a self-settled trust or similar device.  
Do not include transfers already listed on this statement.

☒ None.

Name of trust or device	Describe any property transferred	Dates transfers were made	Total amount or value
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**13. Transfers not already listed on this statement**

List any transfers of money or other property by sale, trade, or any other means made by the debtor or a person acting on behalf of the debtor within 2 years before the filing of this case to another person, other than property transferred in the ordinary course of business or financial affairs. Include both outright transfers and transfers made as security. Do not include gifts or transfers previously listed on this statement.

☐ None.

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	Who received transfer? Address	Description of property transferred or payments received or debts paid in exchange	Date transfer was made	Total amount or value
13.1	<b>Curt Pedro</b> <b>2100 Culver Ct</b> <b>Plainfield, IL 60586</b>	<b>\$20,000 distribution</b>	<b>March 2016</b>	<b>\$20,000.00</b>
	<b>Relationship to debtor member and operator</b>			
13.2	<b>Michael Peterson</b>	<b>see insider transfers and miscellaneous assets. debtor believes that as much as \$300,000 was embezzled</b>		<b>\$300,000.00</b>
	<b>Relationship to debtor</b>			

**Part 7: Previous Locations****14. Previous addresses**

List all previous addresses used by the debtor within 3 years before filing this case and the dates the addresses were used.

☒ Does not apply

Address

Dates of occupancy  
From-To**Part 8: Health Care Bankruptcies****15. Health Care bankruptcies**

Is the debtor primarily engaged in offering services and facilities for:

- diagnosing or treating injury, deformity, or disease, or
- providing any surgical, psychiatric, drug treatment, or obstetric care?

☒ No. Go to Part 9.☐ Yes. Fill in the information below.

Facility name and address

Nature of the business operation, including type of services  
the debtor providesIf debtor provides meals  
and housing, number of  
patients in debtor's care**Part 9: Personally Identifiable Information****16. Does the debtor collect and retain personally identifiable information of customers?**☒ No.☐ Yes. State the nature of the information collected and retained.**17. Within 6 years before filing this case, have any employees of the debtor been participants in any ERISA, 401(k), 403(b), or other pension or profit-sharing plan made available by the debtor as an employee benefit?**☒ No. Go to Part 10.☐ Yes. Does the debtor serve as plan administrator?**Part 10: Certain Financial Accounts, Safe Deposit Boxes, and Storage Units**

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Case number (if known) **16-32021****18. Closed financial accounts**

Within 1 year before filing this case, were any financial accounts or instruments held in the debtor's name, or for the debtor's benefit, closed, sold, moved, or transferred?

Include checking, savings, money market, or other financial accounts; certificates of deposit; and shares in banks, credit unions, brokerage houses, cooperatives, associations, and other financial institutions.

☒ None

Financial Institution name and Address	Last 4 digits of account number	Type of account or instrument	Date account was closed, sold, moved, or transferred	Last balance before closing or transfer
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**19. Safe deposit boxes**

List any safe deposit box or other depository for securities, cash, or other valuables the debtor now has or did have within 1 year before filing this case.

☒ None

Depository institution name and address	Names of anyone with access to it Address	Description of the contents	Do you still have it?
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**20. Off-premises storage**

List any property kept in storage units or warehouses within 1 year before filing this case. Do not include facilities that are in a part of a building in which the debtor does business.

☒ None

Facility name and address	Names of anyone with access to it	Description of the contents	Do you still have it?
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**Part 11: Property the Debtor Holds or Controls That the Debtor Does Not Own****21. Property held for another**

List any property that the debtor holds or controls that another entity owns. Include any property borrowed from, being stored for, or held in trust. Do not list leased or rented property.

☒ None
**Part 12: Details About Environment Information**

For the purpose of Part 12, the following definitions apply:

*Environmental law* means any statute or governmental regulation that concerns pollution, contamination, or hazardous material, regardless of the medium affected (air, land, water, or any other medium).

*Site* means any location, facility, or property, including disposal sites, that the debtor now owns, operates, or utilizes or that the debtor formerly owned, operated, or utilized.

*Hazardous material* means anything that an environmental law defines as hazardous or toxic, or describes as a pollutant, contaminant, or a similarly harmful substance.

**Report all notices, releases, and proceedings known, regardless of when they occurred.**

**22. Has the debtor been a party in any judicial or administrative proceeding under any environmental law? Include settlements and orders.**
☒ No.

☐ Yes. Provide details below.

Case title Case number	Court or agency name and address	Nature of the case	Status of case
---------------------------	----------------------------------	--------------------	----------------

**23. Has any governmental unit otherwise notified the debtor that the debtor may be liable or potentially liable under or in violation of an environmental law?**

Debtor **P3 FOODS, L.L.C.**

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Case number (if known) **16-32021**

- ☒ No.  
☐ Yes. Provide details below.

Site name and address	Governmental unit name and address	Environmental law, if known	Date of notice
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**24. Has the debtor notified any governmental unit of any release of hazardous material?**

- ☒ No.  
☐ Yes. Provide details below.

Site name and address	Governmental unit name and address	Environmental law, if known	Date of notice
-----------------------	------------------------------------	-----------------------------	----------------

**Part 13: Details About the Debtor's Business or Connections to Any Business****25. Other businesses in which the debtor has or has had an interest**

List any business for which the debtor was an owner, partner, member, or otherwise a person in control within 6 years before filing this case. Include this information even if already listed in the Schedules.

- ☒ None

Business name address	Describe the nature of the business	Employer Identification number Do not include Social Security number or ITIN.
		Dates business existed

**26. Books, records, and financial statements**

26a. List all accountants and bookkeepers who maintained the debtor's books and records within 2 years before filing this case.

- ☐ None

Name and address	Date of service From-To
26a.1. <b>Michael Peterson</b> <b>2249 Keim Court</b> <b>Naperville, IL 60565</b>	<b>performed bookkeeping 2013 - 2015</b>
26a.2. <b>Swami Consulting Group Inc.</b> <b>1509 Lakeland Blvd</b> <b>Mattoon, IL 61938</b>	<b>accountants from 2013 -2014</b>
26a.3. <b>Aldridge Chasewater LLC</b> <b>3 Grant Squire #124</b> <b>Hinsdale, IL 60521</b>	<b>July 2016 - present</b>

26b. List all firms or individuals who have audited, compiled, or reviewed debtor's books of account and records or prepared a financial statement within 2 years before filing this case.

- ☒ None

26c. List all firms or individuals who were in possession of the debtor's books of account and records when this case is filed.

- ☐ None

Name and address	If any books of account and records are unavailable, explain why
26c.1. <b>Debtor</b> <b>15715 S. Route 59</b> <b>Plainfield, IL 60544</b>	

26d. List all financial institutions, creditors, and other parties, including mercantile and trade agencies, to whom the debtor issued a financial statement within 2 years before filing this case.



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Case number (if known) **16-32021**☒ None**Name and address****27. Inventories**

Have any inventories of the debtor's property been taken within 2 years before filing this case?

☒ No☐ Yes. Give the details about the two most recent inventories.**Name of the person who supervised the taking of the inventory****Date of inventory****The dollar amount and basis (cost, market, or other basis) of each inventory****28. List the debtor's officers, directors, managing members, general partners, members in control, controlling shareholders, or other people in control of the debtor at the time of the filing of this case.**

<b>Name</b>	<b>Address</b>	<b>Position and nature of any interest</b>	<b>% of interest, if any</b>
<b>Stephanie Lacy-Pendolino</b>	<b>15715 S. Rte 59 Plainfield, IL 60544</b>	<b>majority member;</b>	<b>90%</b>
<b>Name</b>	<b>Address</b>	<b>Position and nature of any interest</b>	<b>% of interest, if any</b>
<b>Curt Pedro</b>	<b>15715 S. Route 59 Plainfield, IL 60544</b>	<b>member and operating officer</b>	<b>10%</b>
<b>Name</b>	<b>Address</b>	<b>Position and nature of any interest</b>	<b>% of interest, if any</b>
<b>Tony Pendolino</b>	<b>15715 S. Route 59 Plainfield, IL 60544</b>	<b>CEO</b>	<b>none</b>

**29. Within 1 year before the filing of this case, did the debtor have officers, directors, managing members, general partners, members in control of the debtor, or shareholders in control of the debtor who no longer hold these positions?**☒ No☐ Yes. Identify below.**30. Payments, distributions, or withdrawals credited or given to insiders**

Within 1 year before filing this case, did the debtor provide an insider with value in any form, including salary, other compensation, draws, bonuses, loans, credits on loans, stock redemptions, and options exercised?

☐ No☒ Yes. Identify below.

	<b>Name and address of recipient</b>	<b>Amount of money or description and value of property</b>	<b>Dates</b>	<b>Reason for providing the value</b>
30.1	<b>Curt Pedro 2100 Culver Court Plainfield, IL 60586</b>	<b>\$232,496</b>	<b>Oct 2015 - Oct. 2016</b>	<b>salary and bonus</b>
	<b>Relationship to debtor</b>			
30.2	<b>Tony Pendolino 15715 S. Route 59 Plainfield, IL 60544</b>	<b>\$344,140.00</b>	<b>Oct 2015 - Oct 2016</b>	<b>salary and bonus</b>
	<b>Relationship to debtor</b> <b>CEO</b>			

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Case number (if known) **16-32021**

31. Within 6 years before filing this case, has the debtor been a member of any consolidated group for tax purposes?

- ☒ No  
☐ Yes. Identify below.

Name of the parent corporation

Employer Identification number of the parent corporation

32. Within 6 years before filing this case, has the debtor as an employer been responsible for contributing to a pension fund?

- ☒ No  
☐ Yes. Identify below.

Name of the parent corporation

Employer Identification number of the parent corporation

**Part 14: Signature and Declaration**

**WARNING** -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

I have examined the information in this *Statement of Financial Affairs* and any attachments and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on **October 19, 2016**

**/s/ Anthony Pendolino**

Signature of individual signing on behalf of the debtor

**Anthony Pendolino**

Printed name

Position or relationship to debtor **General Manager**

Are additional pages to *Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy* (Official Form 207) attached?

- ☒ No  
☐ Yes

United States Bankruptcy Court  
Northern District of Illinois

In re **P3 FOODS, L.L.C.**

Debtor(s)

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Chapter **11**

**DISCLOSURE OF COMPENSATION OF ATTORNEY FOR DEBTOR(S)**

1. Pursuant to 11 U.S.C. § 329(a) and Fed. Bankr. P. 2016(b), I certify that I am the attorney for the above named debtor(s) and that compensation paid to me within one year before the filing of the petition in bankruptcy, or agreed to be paid to me, for services rendered or to be rendered on behalf of the debtor(s) in contemplation of or in connection with the bankruptcy case is as follows:
- |   |    |                  |
|---|----|------------------|
| For legal services, I have agreed to accept .....           | \$ | <b>25,000.00</b> |
| Prior to the filing of this statement I have received ..... | \$ | <b>25,000.00</b> |
| Balance Due .....   | \$ | <b>0.00</b>      |
2. The source of the compensation paid to me was:
- ☒ Debtor ☐ Other (specify):
3. The source of compensation to be paid to me is:
- ☒ Debtor ☐ Other (specify):
4. ☒ I have not agreed to share the above-disclosed compensation with any other person unless they are members and associates of my law firm.
- ☐ I have agreed to share the above-disclosed compensation with a person or persons who are not members or associates of my law firm. A copy of the agreement, together with a list of the names of the people sharing in the compensation is attached.
5. In return for the above-disclosed fee, I have agreed to render legal service for all aspects of the bankruptcy case, including:
- a. Analysis of the debtor's financial situation, and rendering advice to the debtor in determining whether to file a petition in bankruptcy;
  - b. Preparation and filing of any petition, schedules, statement of affairs and plan which may be required;
  - c. Representation of the debtor at the meeting of creditors and confirmation hearing, and any adjourned hearings thereof;
  - d. Representation of the debtor in adversary proceedings and other contested bankruptcy matters;
  - e. [Other provisions as needed]
- see engagement agreement filed with court**
6. By agreement with the debtor(s), the above-disclosed fee does not include the following service:
- see engagement agreement or court order approving engagement**

**CERTIFICATION**

I certify that the foregoing is a complete statement of any agreement or arrangement for payment to me for representation of the debtor(s) in this bankruptcy proceeding.

**October 19, 2016**

*Date*

**/s/ Richard L. Hirsh**

**Richard L. Hirsh 1225936**

*Signature of Attorney*

**Richard L. Hirsh, P.C.**

**1500 Eisenhower Lane**

**Suite 800**

**Lisle, IL 60532-2135**

**630 434-2600 Fax: 630 434-2626**

**richala@sbcglobal.net**

*Name of law firm*

**United States Bankruptcy Court  
Northern District of Illinois**

In re **P3 FOODS, L.L.C.**

Debtor(s)

Case No. **16-32021**

Chapter **11**

**LIST OF EQUITY SECURITY HOLDERS**

Following is the list of the Debtor's equity security holders which is prepared in accordance with rule 1007(a)(3) for filing in this Chapter 11 Case

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
<b>Curt Pedro</b> <b>2100 Culver Court</b> <b>Plainfield, IL 60586</b>	<b>member of LLC</b>	<b>10%</b>	<b>LLC membership interest</b>
<b>Stephanie Lacey-Pendolino</b> <b>2269 Keim Road</b> <b>Naperville, IL 60565</b>	<b>Member of LLC</b>	<b>90%</b>	<b>LLC membership</b>

**DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP**

I, the **General Manager** of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that it is true and correct to the best of my information and belief.

Date **October 19, 2016**

Signature **/s/ Anthony Pendolino**  
**Anthony Pendolino**

*Penalty for making a false statement of concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.  
18 U.S.C. §§ 152 and 3571.*